

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:
	:
MOTORS LIQUIDATION COMPANY, <i>et al.</i>,	:
f/k/a General Motors Corp., <i>et al.</i>	:
	:
Debtors.	:
	:
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Chapter 11 Case No.

09-50026 (REG)

(Jointly Administered)

**ORDER PURSUANT TO 11 U.S.C. §§ 105(a)
AND 363 RESOLVING DISPUTES, MUTUAL MISTAKES, AND
AMBIGUITIES ARISING UNDER MASTER SALE AND PURCHASE AGREEMENT**

Upon the Motion, dated September 2, 2010 (the “**Motion**”),¹ of Motors Liquidation Company (f/k/a General Motors Corporation) (“**MLC**”) and its affiliated debtors, as debtors in possession (collectively, the “**Debtors**”), for an entry of an order, pursuant to sections 105(a) and 363 of title 11, United States Code (the “**Bankruptcy Code**”), approving and ratifying that certain stipulation of settlement (the “**Stipulation of Settlement**”), annexed hereto as **Exhibit “A,”** between the Debtors and General Motors, LLC (f/k/a NGMCO, Inc.) (“**New GM,**” and together with the Debtors, the “**Parties**”) resolving certain disputes, mutual mistakes, and ambiguities arising under the terms of that certain Master Sale and Purchase Agreement By and Among General Motors Corporation, Saturn LLC, Saturn Distribution Corporation and Chevrolet Saturn of Harlem, as Sellers, and NGMCO, Inc. (n/k/a General Motors, LLC) as Purchaser (the “**MSPA**”), all as more fully described in the Motion; and due and proper notice of the Motion having been provided, and it appearing that no other or further notice need be

¹ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

provided; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, creditors, and all parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted as provided herein; and it is further

ORDERED that the Debtors are authorized to enter the Stipulation of Settlement, annexed hereto as **Exhibit "A"**, and the Stipulation of Settlement is hereby approved in all respects; and it is further

ORDERED that the designation of CVO Willow Run as an Excluded Real Property, and all Liabilities related thereto as Retained Liabilities, is conditioned upon the successful transfer of the Saginaw Landfill to New GM, as set forth in the Stipulation of Settlement; *provided, however*, that the failure of such conditions with respect to CVO Willow Run and Saginaw Landfill, as set forth in the Stipulation of Settlement, shall not cause to be delayed, void, or impact, in any other way whatsoever, any other terms of the Stipulation of Settlement; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York
September 24, 2010

s/ Robert E. Gerber
United States Bankruptcy Judge